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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 28, 2009



**Charter Communications, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or Other Jurisdiction of Incorporation or Organization)*

**000-27927**

*(Commission File Number)*

**43-1857213**

*(I.R.S. Employer Identification Number)*

**12405 Powerscourt Drive**

**St. Louis, Missouri 63131**

*(Address of principal executive offices including zip code)*

**(314) 965-0555**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## ITEM 8.01. OTHER EVENTS.

### Exchange of Holdco Units

As previously disclosed on December 4, 2009, on November 30, 2009, Charter Communications, Inc. (the "Company") entered into an exchange agreement (the "Exchange Agreement"), with Charter Investment, Inc. ("CII"), Paul G. Allen ("Mr. Allen") and Charter Communications Holding Company, LLC ("Holdco") pursuant to which Mr. Allen and certain persons and entities affiliated with Mr. Allen, have certain rights and options, including, without limitation, at any time and from time to time on or before November 30, 2014, to exchange all or any portion of their membership units in Holdco (the "Holdco Units") for \$1,000 in cash and up to approximately 1.1 million shares of the Company's Class A common stock in a taxable transaction.

As of November 30, 2009, there was an aggregate of 100 Holdco Units outstanding, of which 99 were held by the Company and one (1) was held by CII. As permitted by the Exchange Agreement, on December 28, 2009, CII exchanged 81% of its one (1) Holdco Unit for 907,698 shares of the Company's Class A common stock and \$1,000 in cash. As a result, as of December 28, 2009, the Company held 99.81 Holdco Units and CII held 0.19 Holdco Unit. Pursuant to the terms of the Exchange Agreement, CII can exchange its 0.19 Holdco Unit for an additional 212,923 shares of the Company's Class A common stock on or prior to November 30, 2014. As of December 31, 2009, the Company had 112,580,532 shares of Class A Common Stock outstanding.

### Press Release Announcing Dividend Payment

On December 31, 2009, the Company issued a press release announcing that the Board of Directors approved the payment of the dividend on the Company's Series A 15% Pay-In-Kind Preferred Stock, which payment will be made in cash on January 15, 2010 to holders of record on January 4, 2010. A copy of the press release announcing the record date is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

The following exhibits are filed pursuant to Item 8.01:

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated December 31, 2009.*

\* filed herewith

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CHARTER COMMUNICATIONS, INC.

Date: January 4, 2010

By: /s/ Kevin D. Howard

Name: Kevin D. Howard

Title: Senior Vice President - - Finance, Controller

and Chief Accounting Officer

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## EXHIBIT

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated December 31, 2009.*

\* filed herewith



# NEWS

For Release December 31, 2009

## Charter Sets Dividend Payment Date for Preferred Stock

**St. Louis, MO – Charter Communications, Inc.** announced that its Board of Directors on December 15, 2009 declared a dividend on its Series A 15% Pay-in-Kind Preferred Stock (the "Preferred Stock") and elected to make the next dividend payment in the form of cash only. The dividend is payable on January 15, 2010 to shareholders of record on January 4, 2010. This represents a partial semi-annual dividend calculated from the original issue date of November 30, 2009 to January 15, 2010.

Pursuant to the terms of the Preferred Stock, we are required to pay a dividend at an annual rate equal to 15% on the liquidation preference of the Preferred Stock. The liquidation preference of the Preferred Stock is \$25 per share. As a result, on January 15, 2010, we will pay \$0.469 per share of Preferred Stock through the facilities of the Depository Trust Company.

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### About Charter Communications

Charter Communications, Inc. (CCMM - OTC Bulletin Board) is a leading broadband communications company and the fourth-largest cable operator in the United States. Charter provides a full range of advanced broadband services, including advanced Charter Digital Cable® video entertainment programming, Charter High-Speed® Internet access, and Charter Telephone®. Charter Business™ similarly provides scalable, tailored, and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, video and music entertainment services, and business telephone. Charter's advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at [www.charter.com](http://www.charter.com).

### Cautionary Statement Regarding Forward-Looking Statements:

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, our plans, strategies and prospects, both business and financial. Although we believe that our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions, including, without limitation, the factors described under "Risk Factors" from time to time in our filings with the Securities and Exchange Commission ("SEC"). Many of the forward-looking statements contained in this release may be identified by the use of forward-looking words such as "believe," "expect," "anticipate," "should," "planned," "positioned," "will," "may," "intend," "estimated," "aim," "on

track," "target," "opportunity" and "potential," among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this release are set forth in other reports or documents that we file from time to time with the SEC, including our quarterly reports on Form 10-Q filed in 2009 and our most recent annual report on Form 10-K and include, but are not limited to:

- the availability and access, in general, of funds to meet our debt obligations and to fund our operations and necessary capital expenditures, either through cash on hand, cash flows from operating activities, further borrowings or other sources and, in particular, our ability to fund debt obligations (by dividend, investment or otherwise) to the applicable obligor of such debt;
- our ability to comply with all covenants in our indentures and credit facilities, any violation of which, if not cured in a timely manner, could trigger a default of our other obligations under cross-default provisions;
- our ability to repay debt prior to or when it becomes due and/or successfully access the capital or credit markets to refinance that debt through new issuances, exchange offers or otherwise, especially given recent volatility and disruption in the capital and credit markets;
- the impact of competition from other distributors, including but not limited to incumbent telephone companies, direct broadcast satellite operators, wireless broadband providers, and digital subscriber line ("DSL") providers;
- difficulties in growing and operating our telephone services, while adequately meeting customer expectations for the reliability of voice services;
- our ability to adequately meet demand for installations and customer service;
- our ability to sustain and grow revenues and cash flows from operating activities by offering video, high-speed Internet, telephone and other services, and to maintain and grow our customer base, particularly in the face of increasingly aggressive competition and the weak economic conditions in the United States;
- our ability to obtain programming at reasonable prices or to adequately raise prices to offset the effects of higher programming costs (including retransmission consents);
- general business conditions, economic uncertainty or downturn and the significant downturn in the housing sector and overall economy; and
- the effects of governmental regulation on our business.

All forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by this cautionary statement. We are under no duty or obligation to update any of the forward-looking statements after the date of this release.

Source: Charter Communications Inc.

**Investor Relations Contact:**

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